

CSX CORP
Form 4
October 03, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODEN CLARENCE W

(Last) (First) (Middle)

4216 POINTE LA VISTA ROAD
WEST

(Street)

JACKSONVILLE, FL 32207-6248

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CSX CORP [CSX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CCO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 900 | D | |
| Common Stock | | | | | 17,000 ⁽¹⁾ | D | |
| Common Stock | 09/29/2005 | | M ⁽²⁾ | 22,843 A \$ 25.2813 | 40,743 | D ⁽³⁾ | |
| Common Stock | 09/29/2005 | | S ⁽²⁾ | 22,843 D \$ 45.5 | 17,900 | D | |
| Common Stock | | | | | 35.6818 | I | Executive Stock Trust ⁽⁶⁾ |

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| | | | |
|--------------|---------|---|---------------------------------------------------|
| Common Stock | 50.9764 | I | 401(k) ⁽⁵⁾ |
| Common Stock | 17,429 | I | Corkie T. Gooden Irrevocable Trust ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|---------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|-----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of S |
| Employee Stock Option-option to buy | \$ 51.4375 | | | | | <u>(7)</u> | 04/24/2006 | Common Stock | 9, |
| Employee Stock Option-option to buy | \$ 46.5625 | | | | | <u>(8)</u> | 04/16/2007 | Common Stock | 22, |
| Employee Stock Option-option to buy | \$ 41.7813 | | | | | <u>(9)</u> | 12/13/2008 | Common Stock | 8, |
| Employee Stock Option-option to buy | \$ 44.8125 | | | | | <u>(10)</u> | 04/26/2009 | Common Stock | 12, |
| Employee Stock Option-option to buy | \$ 39.595 | | | | | <u>(11)</u> | 05/16/2011 | Common Stock | 41, |

| | | | | | | | | | |
|----------------------------------------------|------------|------------|---|--------|------------|-------------|------------|-----------------|-----|
| Employee Stock Option-option to buy | \$ 38.14 | | | | | <u>(12)</u> | 02/12/2012 | Common Stock | 30, |
| Employee Stock Option-option to buy | \$ 32.145 | | | | | <u>(13)</u> | 05/06/2013 | Common Stock | 30, |
| Employee Stock Option-option to buy | \$ 25.2813 | 09/29/2005 | M | 22,843 | 02/09/2005 | | 02/08/2010 | Common Stock | 22, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODEN CLARENCE W 4216 POINTE LA VISTA ROAD WEST JACKSONVILLE, FL 32207-6248 | | | EVP and CCO | |

Signatures

Clarence W. Gooden by Gordon F. Bailey,
Attorney-in-Fact

10/03/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Owned pursuant to a restricted stock award on October 4, 2002; restrictions lapse October 4, 2007.
- (2) Cashless exercise of stock options pursuant to the Rule 10b5-1 trading plan.
- (3) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 12, 2005.
These shares are held in a Trust for the benefit of the reporting person's spouse. The reporting person's spouse is the trustee of the trust.
- (4) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.
- (5) By Trustee of Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies.
- (6) By Trustee, CSX Corporation Executives Stock Trust.
- (7) Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after April 24, 1997, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on April 24, 2006.
- (8) Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after April 16, 1998, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on April 16, 2006.
- (9) Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after December 19, 1999, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on December 13, 2007.
- (10) These options became exercisable as to 4,000 shares on April 27, 2002 and as to 4,000 shares on April 27, 2003 and 4,000 shares on April 27, 2004.

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- (11) These options became exercisable as to one-third of options on May 17, 2004; one-third of options on May 17, 2005 and becomes exercisable for final one-third of options on May 17, 2006.
- (12) These options became exercisable as to one-third of options on February 13, 2005; one-third of options becomes exercisable on February 13, 2006 and one-third of options on February 13, 2007.
- (13) Options become exercisable on one-third increments on May 7 in each of the years 2006, 2007 and 2008.
- (14) Cashless exercise of stock options pursuant to the Rule 10b5-1 trading plan referenced above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.